

**RESOLUTION NO. \_\_\_\_\_, SERIES 2007**

**A RESOLUTION OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT RELATING TO THE AUTHORIZATION OF AN INDUSTRIAL BUILDING PROJECT AND UNDERTAKING THE ISSUANCE OF INDUSTRIAL BUILDING REVENUE BONDS AT THE APPROPRIATE TIME TO FINANCE THE PROJECT AND TAKING OTHER PRELIMINARY ACTION.**

**Sponsored By:** President Rick Blackwell, District 12

**WHEREAS**, the Metropolitan Development Authority (the "Authority"), is a Kentucky no-stock non-profit corporation duly organized and in good standing under the laws of the Commonwealth of Kentucky (the "State"); and

**WHEREAS**, the Authority desires to undertake the financing of an "industrial building" project, within the meaning of the Industrial Buildings for Cities and Counties Act, as amended, Sections 103.200 to 103.285 of the Kentucky Revised Statutes (the "Act") consisting of (i) the "approved public infrastructure costs" (as defined in KRS 67.7045(3)); and approved signature project costs as defined in KRS 65.7045(4) and related improvements, including general site improvements for a project known as "Museum Plaza" which will consist of an approximate 1,500,000 square foot facility to be constructed on Louisville's Ohio River riverfront in an area bounded on the north by River Road, on the west by 8<sup>th</sup> Street, on the south by Washington Street and on the east by the Louisville/Jefferson County Metro Government's Plaza (the "Area") which infrastructure and other improvements will include, but not be limited to, pedestrian amenities and public spaces, including pedestrian bridges, public promenades and public parks, (collectively the "Project"), all in furtherance of the economic development, commercial, recreational and employment purposes of the Act and the ensuing public benefit to the residents of the State; and

**WHEREAS**, it has been determined that the Project is located in the "downtown business district" of the Louisville/Jefferson County Metro Government (as that term is used in the Act, the "Issuer") and is an activity designed for revitalization or redevelopment of such downtown business district as provided in KRS 103.200(n); and

**WHEREAS**, it has been determined that the Issuer may assist the Authority in the financing of the Project by entering into, at the appropriate time, a loan agreement pursuant to the Act, all in furtherance of the purposes of the Act and public benefit to the residents and inhabitants of the Issuer, such loan agreement to be upon such terms and conditions as the Act may require and the Issuer may deem advisable; and

**WHEREAS**, the Issuer is further authorized by the Act to issue its industrial building revenue bonds (the "Bonds") in one or more series, including subordinate bonds, for the purpose of defraying the cost of financing the Project; discussions have occurred between the Authority and the Issuer incident to the issuance of the Bonds by the Issuer; the Issuer has agreed with the Authority to issue the Bonds based upon compliance by the Authority with certain conditions, requirements, and obligations, and subject to the approval by the Issuer of the terms of all agreements, ordinances, and other documents required incident to the Bond issue; and the Issuer has authorized the Authority to proceed with the Project, subject to reimbursement of the initial costs of the Project from the proceeds of the Bonds, when, as, and if issued; and

**WHEREAS**, based upon an estimate of the costs of the Project, the Issuer proposes to issue the Bonds in an amount that is not expected to exceed \$150,000,000, such Bonds to be sold and delivered by the Issuer to pay for certain costs of the Project, together with costs incident to the authorization, sale and issuance of the Bonds; and

**WHEREAS**, the Issuer proposes to enter into at the appropriate time a loan agreement with the Authority with respect to the Project, whereby the Authority will covenant and agree to pay amounts sufficient to provide for the payment of principal of, premium, if any, and interest on the Bonds, together with all trustee's and any paying agent's fees in connection with the Bonds as the same come due and payable.

**NOW, THEREFORE, BE IT RESOLVED BY THE LEGISLATIVE COUNCIL OF LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AS FOLLOWS:**

Section 1. It is hereby found, determined, and declared that [i] the recitals set forth in the preamble to this Resolution, which are incorporated in this Section by reference, are true and correct; [ii] the Project is located in the Issuer's "downtown business district" for purposes of the Act, which area is hereby designated as such; [iii] the total amount of money necessary to be provided by the Issuer for the financing of the Project to be financed by the Bonds is not expected to exceed \$150,000,000; [iv] the Authority shall only be liable to pay debt service on the bonds from those monies received pursuant to the Local Participation Agreement between the Authority and the Issuer and the Project Grant Agreement between the Commonwealth of Kentucky and the Authority and from no other source; and [v] sufficient safeguards will be provided by the loan agreement to insure that all money provided by the Issuer from the proceeds of the sale of the Bonds will be expended by way of direct expenditure or reimbursement, solely and only for the purposes of the Project.

Section 2. It is hereby found, determined, and declared that the financing of the Project will be paid out of the proceeds of the Bonds, as the Project is defined in the loan agreement to be executed by and between the Issuer and the Authority at the appropriate time pursuant to the Act; **THAT NONE OF THE BONDS WILL BE GENERAL OBLIGATIONS OF THE ISSUER OR OF THE AUTHORITY; THAT NEITHER THE REPAYMENT OF THE BONDS NOR THE INTEREST THEREON CONSTITUTE OR GIVE RISE TO ANY INDEBTEDNESS OF THE ISSUER OR THE AUTHORITY OR ANY CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWER; THAT THE BONDS AND THE PAYMENT OF INTEREST THEREON SHALL BE SECURED AND PAYABLE SOLELY AND ONLY BY A PLEDGE OF AMOUNTS TO BE PAID BY THE AUTHORITY UNDER SUCH LOAN AGREEMENT AND SUCH PAYMENTS SHALL BE MADE ONLY FROM REVENUES RECEIVED BY THE AUTHORITY PURSUANT TO A LOCAL PARTICIPATION AGREEMENT BETWEEN THE ISSUER AND THE AUTHORITY AND A PROJECT GRANT AGREEMENT BETWEEN THE COMMONWEALTH OF KENTUCKY AND THE AUTHORITY AND FROM NO OTHER SOURCE.**

Section 3. Inasmuch as the Authority is the best judge of its requirements and is familiar with the Project, the Authority is hereby authorized to enter into such contracts and undertakings as may be required for the financing of the Project. Reimbursements made to the Authority after receipt of the proceeds of the sale of the proposed Bond issue by the Issuer shall

be subject to approval or certification by a qualified person to be designated by the Authority and approved by the Issuer as specified in the loan agreement to be entered into by the Issuer and the Authority at the appropriate time pursuant to the Act.

Section 4. The Authority has requested, and the Issuer hereby approves, the employment of Frost Brown Todd LLC as Bond Counsel. Bond Counsel is authorized and directed to take any other legal action necessary or appropriate in connection with the issuance of the Bonds. The County Attorney is authorized and directed to assist Bond Counsel in any appropriate manner.

Section 5. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Resolution or the Bonds or any related documents, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer as such, past, present, or future, of the Issuer, either directly or through the Issuer, for the payment for or to the Issuer or any receiver thereof, or for or to any holder of any Bond, or otherwise, of any sum that may be due and unpaid by the Issuer upon any of the Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or any receiver thereof, or for or to the owner or any holder of any Bond, or otherwise, of any sum that may remain due and unpaid upon any Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution of this Resolution and any related documents and the issuance of the Bonds.

Section 6. To the extent any resolution, ordinance or part thereof is in conflict herewith, the provisions of this resolution shall prevail and be given effect.

Section 7. This Ordinance shall take effect upon its passage and approval.

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Kathleen J. Herron  
Metro Council Clerk

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Rick Blackwell  
President of the Council

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Jerry E. Abramson  
Mayor

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Approval Date

**APPROVED AS TO FORM AND LEGALITY:**

Irv Maze  
Jefferson County Attorney

BY: \_\_\_\_\_